# FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

**PREAMBLE**

Schedule IV of the Companies Act, 2013 and the Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the Company to familiarize the Independent Directors in the following areas:

- Familiarization with the Company;
- Roles;
- Rights and Responsibilities;
- Nature of Industry; and
- Business model of the Company.

**OBJECTIVES**

To adopt a structured programme for orientation and training of the Independent Directors at the time of their joining so as to enable them to understand the Company- its operations, business, industry and environment in which it functions. The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

The Program aims to provide insights into the Company to enable the Independent Directors understand their roles, rights and responsibilities and to get updated on the Company' Business & Operations so that they may contribute significantly to the Company.

**IMPLEMENTATION**

Indbank Merchant banking Services Limited proposes to implement the following programmes to familiarize the Independent Directors with the Company:

1. Industry overview, Business model of the Company and a brief introduction about the Company, its Mission, Vision and providing Latest Annual Report.

2. A detailed appointment letter incorporating the role, duties and responsibilities is issued.

3. Providing Code of Conduct for Prevention of Insider Trading and Code of Conduct for Directors and Senior Management.

4. Providing an overview of the Roles, functions, Duties, Responsibilities and liabilities of Independent Directors as provided in the Companies Act, 2013 and Criteria of Independence applicable to the Independent Director as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

5. Providing an overview of Directors Responsibility Statement forming part of Boards' Report.

6. Board evaluation process and procedures.

7. Technical sessions by external consultants/ experts outlining the roles, duties and responsibilities of Independent Directors from Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perspective.

**PROGRAMME AND DISCLOSURE**

Familiarization program will be conducted for new and continuing Independent Directors on "as needed" basis during the Year. However, there shall be at least one program to be conducted on every financial year.

**DETAILS OF FAMILIARISATION PROGRAMS CONDUCTED BY THE COMPANY**

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| Number of programs attended by Independent Directors (during the FY 2025-26) | One Program was conducted on 27th March 2026. All the independent Directors of the Company participated in the said program. |
| Number of hours spent by Independent directors in Familiarization programs (during the FY 2025-26) | 3 hours |